

**STATE OF CALIFORNIA  
BUSINESS, TRANSPORTATION AND HOUSING AGENCY  
DEPARTMENT OF MANAGED HEALTH CARE**

File No. 933-0303  
Order No. S-04-1287  
Filing Nos. 20049347, 20049590,  
20049673, 20049909,  
20049930, 20049950,  
20040023, 20040037,  
20040618, 20040649

**Licensee: Blue Cross of California**

**ORDER**

**APPROVING NOTICE OF MATERIAL MODIFICATION**

Pursuant to Health and Safety Code section 1352(b), the terms of the Notice of Material Modification ("Notice") filed on March 1, 2004, as amended, regarding the Proposed Change of Licensee's Ultimate Parent Company are approved as of the date set forth below. This Order is subject to the conditions set forth in the undertakings listed in Attachment A and the supplements that are attached and incorporated by reference. This order is also conditioned on the merger of WellPoint Health Networks, Inc. into a subsidiary of Anthem, Inc., as filed in the Notice as amended, being effectuated not later than midnight on November 30, 2004. This Order shall remain in effect until revoked or superceded by further Order of the Director. **It is so ordered.**

Dated: July 23, 2004  
Sacramento, California

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/s/  
LUCINDA A. EHNES  
Director  
Department of Managed Health Care